

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Rajagopalan Krishnan</u>  (Last) (First) (Middle) HEIDRICK & STRUGGLES, INT'L INC. 233 SOUTH WACKER DRIVE, SUITE 4900  (Street) CHICAGO IL 60606  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEIDRICK &amp; STRUGGLES INTERNATIONAL INC [ HSI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	03/09/2020		M		2,229	A	(2)	79,621	D	
Common Stock <sup>(3)</sup>	03/09/2020		F		1,077	D	\$23.43	78,544	D	
Common Stock <sup>(4)</sup>	03/09/2020		A		9,671	A	(5)	88,215	D	
Common Stock <sup>(6)</sup>	03/09/2020		F		4,672	D	\$23.43	83,543	D	
Common Stock <sup>(7)</sup>	03/09/2020		M		6,979	A	(2)	90,522	D	
Common Stock <sup>(8)</sup>	03/09/2020		F		3,371	D	\$23.43	87,151	D	
Common Stock <sup>(9)</sup>	03/08/2020		M		7,818	A	(2)	94,969	D	
Common Stock <sup>(10)</sup>	03/08/2020		F		3,777	D	\$23.43	91,192	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2017 Restricted Stock Units	(2)	03/09/2020		M			2,229	(11)	(11)	Common Stock	2,229	\$0.00	0	D	
2018 Restricted Stock Units	(2)	03/09/2020		M			6,979	(12)	(12)	Common Stock	6,979	\$0.00	6,979	D	
2019 Restricted Stock Units	(2)	03/08/2020		M			7,818	(13)	(13)	Common Stock	7,818	\$0.00	15,637	D	
2020 Restricted Stock Units	(14)	03/09/2020		A			40,813	(15)	(15)	Common Stock	40,813	\$0.00	40,813	D	

Explanation of Responses:

- Reflects the vesting of the third of three installments of Restricted Stock Units ("RSUs") granted on March 9, 2017 ("2017 RSUs"). RSUs are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- RSUs convert into common stock on a one-for-one basis at the time of vesting.
- Reflects an aggregate of 1,077 shares of common stock retained by Heidrick & Struggles International, Inc. (the "Issuer") to satisfy tax withholding obligations with respect to 2017 RSUs that vested on March 9, 2020.
- Reflects the vesting of 9,671 non-derivative Performance Stock Units ("PSUs") granted on March 9, 2017 ("2017 PSUs") for the three-year performance period ended December 31, 2019 and which are exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d). PSUs are target-based equity grants that generally vest three years from the grant date if certain performance goals are achieved. The actual amounts to vest at the end of the performance period can range from 0% to 200% of target based on performance.
- PSUs convert into common stock on a one-for-one basis at the time of vesting.
- Reflects an aggregate of 4,672 shares of common stock retained by the Issuer to satisfy tax withholding obligations with respect to 2017 PSUs that vested on March 9, 2020.
- Reflects the vesting of the second of three installments of RSUs granted on March 9, 2018 ("2018 RSUs"). RSUs are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- Reflects an aggregate of 3,371 shares of common stock retained by the Issuer to satisfy tax withholding obligations with respect to 2018 RSUs that vested on March 9, 2020.
- Reflects the vesting of the first of three installments of RSUs granted on March 8, 2019 ("2019 RSUs"). RSUs are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
- Reflects an aggregate of 3,777 shares of common stock retained by the Issuer to satisfy tax withholding obligations with respect to 2019 RSUs that vested on March 8, 2020.

11. On March 9, 2017, the reporting person was granted 6,687 RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
12. On March 9, 2018, the reporting person was granted 20,936 RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
13. On March 8, 2019, the reporting person was granted 23,455 RSUs, which are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.
14. Each RSU represents a contingent right to receive one share of Issuer common stock.
15. RSUs are service-based and vest in three equal installments on the first, second and third anniversaries of the date of grant.

**Remarks:**

In prior Section 16 filings, the reporting person aggregated different classes of derivative securities and reported under Column 9 of Table II the total aggregate amount of different classes of the same type of derivative securities (e.g., all RSUs) beneficially owned following the reported transaction. Going forward, the reporting person will no longer aggregate different classes of derivative securities but will include under Column 9 of Table II the total number of derivative securities beneficially owned following the reported transaction only with regard to the specific class of derivative securities included in that particular line item. In prior Section 16 filings, the reporting person included grants of certain non-derivative PSUs in Table II. Because the value of these securities is not directly derived from the price of the Issuer's common stock, these securities are not considered derivative securities and need not be reported in Table II. Going forward, the reporting person will no longer record grants of non-derivative PSUs in Table II but will only record in Table I the vesting and settlement of such non-derivative PSUs into shares of the Issuer's common stock.

/s/ Kamau A. Coar, Attorney-      03/10/2020  
in-Fact

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

POWER OF ATTORNEY

WHEREAS, effective as of March 13, 2018, the undersigned previously appointed Kamau A. Coar and Pamela Bell-Carter as the undersigned's attorney-in-fact to execute and file forms required under Section 16(a) of the Securities Exchange Act of 1934, and to take any and all acts for and on behalf of the undersigned in connection therewith; and

WHEREAS, the undersigned desires to further reflect such appointment of Kamau A. Coar and Pamela Bell-Carter as attorney-in-fact and to further appoint Kelly Crosier as the undersigned's attorney-in-fact to execute and file forms required under Section 16(a) of the Securities Exchange Act of 1934 effective as of the date hereof.

KNOW ALL BY THESE PRESENTS that the undersigned previously constituted and appointed, effective as of March 13, 2018, Kamau A. Coar and Pamela Bell-Carter, and hereby constitutes and appoints Kelly Crosier, effective as of the date hereof, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Heidrick & Struggles International, Inc. (the "Company"), Forms 3, 4 and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, has lawfully done or shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, have not assumed and are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of February, 2020.

Krishnan Rajagopalan  
Printed Name

/s/Krishnan Rajagopalan  
Signature